

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**FIRST INTERIM APPLICATION FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR PRIME CLERK LLC,  
AS NOTICING AND SOLICITATION AGENT TO THE TRUSTEE, ROBERT  
J. KEACH, FOR THE PERIOD FROM MAY 5, 2015 THROUGH JULY 31, 2015**

Name of Applicant:	Prime Clerk LLC
Authorized to Provide Professional Services to:	Robert J. Keach, the duly appointed Chapter 11 trustee of the bankruptcy estate of the Debtor
Petition Date:	August 7, 2013
Effective Date of Retention:	May 5, 2015
Period for which compensation and reimbursement is sought:	May 5, 2015 through July 31, 2015 (the " <b>Application Period</b> ")
Amount of compensation sought as actual, reasonable and necessary:	\$38,256.00, less a courtesy discount of \$3,825.60 or \$34,430.40 <sup>1</sup>
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$425,517.21
Total Amount Sought:	\$459,947.61
Amount Paid to Date:	\$0.00

This is an Interim Application.

---

<sup>1</sup> This amount has been discounted in accordance with Prime Clerk's retention.

**Summary of Hours Billed by Prime Clerk Employees During the Application Period**

<b>Prime Clerk Employee</b>	<b>Position of the Applicant</b>	<b>Total Hours</b>	<b>Hourly Rate</b>	<b>Total Fees Requested</b>
Pullo, Christina	Director of Solicitation	50.30	\$250.00	\$12,575.00
Daloia, James F.	Director of Solicitation	2.20	\$250.00	\$550.00
Deboissiere, Michael	Solicitation Consultant	1.10	\$225.00	247.50
Falda, Joshua	Solicitation Consultant	4.70	\$225.00	\$1,057.50
Kesler, Stansilav T.	Solicitation Consultant	20.60	\$225.00	\$4,635.00
Labissiere, Pierre	Solicitation Consultant	47.70	\$225.00	10,732.50
Adler, Adam M.	Director	2.30	\$195.00	\$448.50
Steele, Benjamin J.	Director	1.30	\$195.00	\$253.50
Schepper, Chris R.	Director	0.80	\$195.00	\$156.00
Falda, Joshua D.	Senior Consultant	18.10	\$150.00	\$2,715.00
Production Supervisors	Consultant	10.00	\$135.00	\$1,350.00
Deboissiere, Michael J.	Consultant	0.50	\$145.00	\$72.50
DePalma, Greg M.	Consultant	0.10	\$135.00	\$13.50
Labissiere, Pierre L.	Consultant	0.30	\$145.00	\$43.50
Li, Daniel	Consultant	0.80	\$95.00	\$76.00
Park, Jay	Consultant	14.00	\$145.00	\$2,030.00
Sias, James M.	Consultant	1.30	\$120.00	\$156.00
Bindra, Shamick	Technology Consultant	1.20	\$120.00	\$144.00
Production Clerks	Analyst	25.00	\$40.00	\$1,000
	<b>Total:</b>	<b>202.30</b>		<b>\$38,256.00<sup>2</sup></b>
	<b>Blended Rate</b>		<b>\$189.11</b>	

**Summary of Fees Billed by Subject Matter During the Application Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Case Administration	1.50	\$322.50
Call Center / Credit Inquiry	5.70	\$1,273.50
Noticing	120.50	\$19,167.50
Retention / Fee Application	4.80	\$916.50
Solicitation	68.30	\$16,364.50
Maintenance of Website	1.50	\$211.50
<b>Total</b>	<b>202.30</b>	<b>\$38,256.00<sup>2</sup></b>

<sup>2</sup> This amount has been discounted by Prime Clerk LLC to \$34,430.40 in accordance with Prime Clerk's retention.

**Summary of Expenses During the Application Period**

<b>Expense</b>	<b>Total Fees Requested</b>
After Hours Transportation	\$489.05
CD – Plan & Disclosure Statement	\$36,000.00
Customization / Envelope Printing	\$413.40
Delivery, Message & Storage Services	\$325.00
Electronic Filing	\$218.16
Non-Mailing Printing	\$3.60
Oversized Envelopes	\$826.70
Pacer	\$28.40
Postage	\$56,701.36
Printing	\$320,508.10
Standard #10	\$0.05
Toll Free Charges	\$3.39
Translation Services	\$10,000.00
<b>Total</b>	<b>\$425,517.21</b>

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**FIRST INTERIM APPLICATION FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR PRIME CLERK LLC,  
AS NOTICING AND SOLICITATION AGENT TO THE TRUSTEE, ROBERT  
J. KEACH, FOR THE PERIOD FROM MAY 5, 2015 THROUGH JULY 31, 2015**

Prime Clerk LLC (“**Prime Clerk**”), noticing and solicitation agent to Robert J. Keach, the duly appointed chapter 11 trustee (the “**Trustee**”) in the above-captioned chapter 11 case of Montreal Maine & Atlantic Railway, Ltd. (the, “**Debtor**”), files this first interim fee application (the “**Application**”), for payment of compensation for professional services and for reimbursement of actual and necessary expenses for the period commencing on May 5, 2015 through and including July 31, 2015 (the “**Application Period**”). In support of the Application, Prime Clerk respectfully represents as follows:

**Jurisdiction**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the local rules of this Court (the “**Local Rules**”).

### Background

4. On August 7, 2013 (the “**Petition Date**”), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 the Bankruptcy Code in the United States Bankruptcy Court for the District of Maine (the “**Bankruptcy Court**”). On August 21, 2013, the United States Trustee (the “**U.S. Trustee**”) appointed the Trustee to serve in the Debtor’s chapter 11 case (the “**Case**”) pursuant to section 1163 of the Bankruptcy Code.

5. On May 18, 2015, the Trustee filed his *Application for Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) Authorizing the Employment of Prime Clerk, LLC as Noticing and Solicitation Agent Nunc Pro Tunc to May 5, 2015* [D.E. 1429] (the “**Retention Application**”). On June 2, 2015, the Court entered the *Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a) Authorizing the Employment of Prime Clerk, LLC as Noticing and Solicitation Agent Nunc Pro Tunc to May 5, 2015* [D.E. 1438] (the “**Retention Order**”), authorizing the Trustee to employ Prime Clerk as noticing and solicitation agent on the terms set forth in the Retention Application and the Services Agreement (as defined in the Retention Application).

6. As set forth in the Retention Order and Services Agreement (as defined in the Retention Application), Prime Clerk is authorized to provide the Trustee with services (collectively, the “**Services**”) such as: (i) the preparation and service of required notices and documents in the Case; (ii) translation services; (iii) solicitation and tabulation of votes on the *Trustee’s Plan of Liquidation Dated March 31, 2015* (as may be amended, supplement or modified, from time to time, the “**Plan**”); (iv) maintenance of a list of all potential creditors, equity holders and other parties-in-interest; (v) a mailing list of all parties described in Bankruptcy Rule 2002(i), (j) and (k) and those parties that have filed a notice of appearance pursuant to Bankruptcy Rule 9010; (vi) maintenance of a post office box or address for the purpose of receiving returned mail, and process of all mail received; (vii) preparation and filing of an affidavit of service for all

pleadings served; (viii) assistance in the dissemination of information to the public and the response to requests for administrative information regarding the case; and (ix) boxing and transportation of all original documents as provided by the Clerk's Office at the close of the Case. See Retention Order at ¶5.

7. The Retention Order further provides that Prime Clerk "shall apply to the Court for allowance of compensation and reimbursement of expenses incurred after the Petition Date in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any orders entered in [the Case] regarding professional compensation and reimbursement of expenses." See Retention Order at ¶4.

8. Since entry of the Retention Order, and throughout the Application Period, Prime Clerk has worked with the Trustee on tasks including and related to the implementation of solicitation of the Plan in a manner beneficial to the Debtor and the creditors of the Debtor's estate.

#### **Compensation and Reimbursement Request**

9. By the Application, Prime Clerk requests, in accordance with the Rate Structure (as defined in the Services Agreement): (a) allowance and approval of fees in the amount of \$34,430.40 on account of reasonable and necessary professional services rendered to the Debtor by Prime Clerk and (b) reimbursement of actual and necessary expenses in the aggregate amount of \$425,517.21.

10. Pursuant to Rule 2016(a) of the Bankruptcy Rules and Local Rule 2016-1(a)(3)(iv), a detailed statement of the Services provided by Prime Clerk to the Trustee is set forth as **Exhibit A**, annexed hereto and incorporated herein by reference, which: (a) identifies the individual that rendered services in each subject matter; (b) describes each activity or service that the individual performed; and (c) states the number of hours (in increments of tenths of an hour)

spent by the individual providing the services. In addition, **Exhibit A** sets forth the actual and necessary expenses incurred by Prime Clerk in rendering the Services.

11. Pursuant to Local Rule 2016-1(a)(3)(iv), a detailed statement setting forth billing and total hours billed, and total amounts billed for each employee of Prime Clerk that provided the Services to the Trustee during the Application Period and associated expenses incurred is contained in the tables located at the beginning of this Application.

12. As set forth in the Retention Application, Prime Clerk has substantial expertise and experience in such areas as noticing, claims and solicitation agent services.

13. This Application is Prime Clerk's first application to this Court for compensation of professional services and reimbursement of expenses pursuant to sections 328 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules and Rule 2016-1 of the Local Rules.

#### **Summary of Services Rendered**

14. The Services that Prime Clerk rendered during the Application Period are grouped by subject matter and are summarized as follows:

- **Case Administration**

Fees: \$322.50; Hours: 1.50

Case Administration services rendered by Prime Clerk during the Application Period included, preparing estimates requested by counsel and updating case bins for document processing.

- **Call Center / Creditor Inquiry**

Fees: \$1,273.50; Hours: 5.70

Call Center / Creditor Inquiry services rendered by Prime Clerk during the Application Period included: (i) reviewing the script for responses to creditor and interested party inquiries; (ii) updating the call log interface and responding to inquiries regarding the solicitation;

and (iii) preparing the affidavit of service for the solicitation mailing and performing a quality assurance review of same.

- Noticing

Fees: \$19,167.50; Hours: 120.50

Noticing services rendered by Prime Clerk during the Application Period included coordinating and executing the production of the mailing of the solicitation documents, such as the Plan and related disclosure statement.

- Retention / Fee Application

Fees: \$916.50; Hours: 4.80

Retention / Fee Application services rendered by Prime Clerk during the Application Period included reviewing and commenting on the Retention Application and performing and following up regarding Prime Clerk's conflict check in connection with its retention.

- Solicitation

Fees: \$16,364.50; Hours: 68.30

Solicitation services rendered by Prime Clerk during the Application Period included: (i) reviewing draft solicitation documents and voting party lists; (ii) multiple meetings amongst the Prime Clerk case team regarding solicitation logistics; (iii) preparing for and participating on conferences with counsel to the Trustee; and (iv) reviewing and commenting on drafts of the solicitation documents.

- Maintenance of Website

Fees: \$211.50; Hours: 1.50

Maintenance of Website services rendered by Prime Clerk during the Application



Period included updating the case website with the solicitation documents filed with the Court and mailed to parties in interest.

**Prime Clerk's Requested Fees and  
Reimbursement of Expenses Should be Allowed by this Court**

15. Section 330 of the Bankruptcy Code provides, in pertinent part, that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered ... and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). In addition, Section 330 of the Bankruptcy Code sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amounts requested herein by Prime Clerk are fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the rates charged for

such services, (d) the nature and extent of the services rendered, (e) the value of such services and (f) the costs of comparable services other than in a case under this title.

17. Further, Prime Clerk's hourly rates are set at a level designed to fairly compensate Prime Clerk for the work of its professionals and to cover routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

**Conclusion**

**WHEREFORE**, pursuant to the Interim Compensation Order, Prime Clerk requests: (a) allowance and approval of fees in the amount of \$34,430.00; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$425,517.21.

Dated: September 4, 2015  
New York, New York

/s/ Adam M. Adler  
Adam M. Adler  
Director of Quality Assurance & Legal  
Affairs  
Prime Clerk LLC  
830 Third Avenue, 9<sup>th</sup> Floor  
New York, New York 10022  
Phone: (212) 257-5465  
Fax: (212) 257-5452  
[aadler@primeclerk.com](mailto:aadler@primeclerk.com)

**Exhibit A**

**Fee and Expense Detail**



830 Third Avenue, 9th Floor  
New York, NY 10022

primeclerk.com

### Hourly Fees by Employee through May 2015

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
DL	Li, Daniel	CO - Consultant	0.80	\$95.00	\$76.00
PLL	Labissiere, Pierre L	CO - Consultant	0.30	\$145.00	\$43.50
AMA	Adler, Adam M	DI - Director	1.60	\$195.00	\$312.00
CRS	Schepper, Chris R	DI - Director	0.80	\$195.00	\$156.00
BJS	Steele, Benjamin J	DI - Director	1.30	\$195.00	\$253.50
CP	Pullo, Christina	DS - Director of Solicitation	12.20	\$250.00	\$3,050.00
<b>TOTAL:</b>			<b>17.00</b>		<b>\$3,891.00</b>

### Hourly Fees by Task Code through May 2015

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
CASE	Case Administration	1.30	\$293.50
INQR	Call Center / Credit Inquiry	0.80	\$156.00
NOTI	Noticing	1.60	\$400.00
RETN	Retention / Fee Application	4.80	\$916.50
SOLI	Solicitation	8.50	\$2,125.00
<b>TOTAL:</b>		<b>17.00</b>	<b>\$3,891.00</b>

Montreal Maine & Atlantic Rail

**Time Detail**

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/04/15	CP	DS	Participate on call with Debtors' counsel regarding solicitation issues (.5); confer with case team regarding same (.3)	Solicitation	0.80
05/05/15	CP	DS	Review draft solicitation documents and voting party lists	Solicitation	0.90
05/06/15	CP	DS	Further review solicitation documents (.4); participate on calls with counsel regarding same and related issues (.3); confer with case team regarding same (.4)	Solicitation	1.20
05/07/15	CP	DS	Prepare solicitation estimates requested by counsel in coordination with case team	Case Administration	1.00
05/08/15	CP	DS	Coordinate translation services for solicitation notices (.7); coordinate with case team regarding noticing estimates requested by counsel (.9)	Noticing	1.60
05/11/15	CP	DS	Coordinate extensively with case team and counsel regarding solicitation issues and comments to solicitation documents	Solicitation	2.30
05/12/15	BJS	DI	Review and comment on MMA retention application	Retention / Fee Application	1.00
05/12/15	CP	DS	Coordinate with counsel and case team regarding retentions and conflicts issues	Retention / Fee Application	0.80
05/12/15	CP	DS	Confer with case team regarding translation of solicitation documents and website issues (.5); coordinate translation of solicitation documents (.7)	Solicitation	1.20
05/13/15	AMA	DI	Perform and follow up re conflict check	Retention / Fee Application	1.20
05/13/15	BJS	DI	Correspondence re retention in MMA	Retention / Fee Application	0.20
05/13/15	CP	DS	Coordinate with counsel and case team regarding retention issues	Retention / Fee Application	0.30
05/14/15	AMA	DI	Perform and follow up re conflict check	Retention / Fee Application	0.40
05/14/15	CRS	DI	Review script and other materials; update call log interface and emails re same	Call Center / Credit Inquiry	0.80
05/15/15	CP	DS	Coordinate with case team and counsel regarding translation of solicitation documents and other solicitation issues	Solicitation	1.90
05/15/15	DL	CO	Perform and maintain conflict check in connection with Prime Clerk's retention	Retention / Fee Application	0.80
05/15/15	PLL	CO	Review case documents	Case Administration	0.30
05/18/15	BJS	DI	Review revisions to retention application	Retention / Fee Application	0.10
05/18/15	CP	DS	Correspond with counsel regarding solicitation update	Solicitation	0.10

Montreal Maine & Atlantic Rail

---

05/19/15	CP	DS	Confer with case team regarding solicitation website setup	Solicitation	0.10
				<b>Total Hours</b>	<b>17.00</b>

Montreal Maine & Atlantic Rail

---

### Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Non-Mailing Printing	1	0.10	\$0.10
Toll Free Charges			\$0.14
Translation Services			\$10,000.00
	<b>Total Expenses</b>		<b>\$10,000.24</b>



830 Third Avenue, 9th Floor  
New York, NY 10022

primeclerk.com

### Hourly Fees by Employee through June 2015

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
SJB	Bindra, Shamick J	TC - Technology Consultant	1.20	\$120.00	\$144.00
JDF	Falda, Joshua D	SC - Senior Consultant	2.30	\$150.00	\$345.00
JF	Falda, Joshua	SA - Solicitation Consultant	1.50	\$225.00	\$337.50
CP	Pullo, Christina	DS - Director of Solicitation	6.50	\$250.00	\$1,625.00
<b>TOTAL:</b>			<b>11.50</b>		<b>\$2,451.50</b>

### Hourly Fees by Task Code through June 2015

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
NOTI	Noticing	2.30	\$345.00
SOLI	Solicitation	8.00	\$1,962.50
WEBM	Maintenance of Website	1.20	\$144.00
<b>TOTAL:</b>		<b>11.50</b>	<b>\$2,451.50</b>



**Time Detail**

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
05/21/15	CP	DS	Coordinate with case team regarding solicitation website and related issues	Solicitation	0.10
05/26/15	CP	DS	Coordinate with counsel and case team regarding solicitation issues and solicitation website preparation	Solicitation	0.40
06/02/15	CP	DS	Update solicitation website (1.3); coordinate with case team and counsel regarding same and solicitation update (.6)	Solicitation	1.90
06/03/15	CP	DS	Update website based on comments from counsel (.6); coordinate with case team and counsel regarding same (.3)	Solicitation	0.90
06/04/15	CP	DS	Coordinate updates to website with case team and counsel	Solicitation	1.30
06/04/15	SJB	TC	Technical support for setup of case website	Maintenance of Website	1.20
06/05/15	CP	DS	Coordinate with counsel and case team regarding plan supplement and website updates	Solicitation	1.10
06/18/15	CP	DS	Coordinate with counsel regarding solicitation update	Solicitation	0.20
06/24/15	JF	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	1.50
06/25/15	CP	DS	Coordinate with case team regarding solicitation mailing matrix	Solicitation	0.30
06/25/15	JDF	SC	Prepare solicitation mailing matrix	Noticing	2.30
06/26/15	CP	DS	Confer with counsel and case team regarding updated solicitation timing	Solicitation	0.30
				<b>Total Hours</b>	<b>11.50</b>

**Expense Detail**

<b><u>Description</u></b>	<b><u>Units</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Electronic Imaging	44	0.12	\$5.28
Non-Mailing Printing	34	0.10	\$3.40
Toll Free Charges			\$0.17
		<b>Total Expenses</b>	<b>\$8.85</b>



830 Third Avenue, 9th Floor  
New York, NY 10022

primeclerk.com

**Hourly Fees by Employee through July 2015**

<u>Initial</u>	<u>Employee Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
PC	Production Clerks	AN - Analyst	25.00	\$40.00	\$1,000.00
JMS	Sias, James M	CO - Consultant	1.30	\$120.00	\$156.00
GMD	DePalma, Greg M	CO - Consultant	0.10	\$135.00	\$13.50
PS	Production Supervisors	CO - Consultant	10.00	\$135.00	\$1,350.00
MJD	Deboissiere, Michael J	CO - Consultant	0.50	\$145.00	\$72.50
JJP	Park, Jay J	CO - Consultant	14.00	\$145.00	\$2,030.00
JDF	Falda, Joshua D	SC - Senior Consultant	15.80	\$150.00	\$2,370.00
AMA	Adler, Adam M	DI - Director	0.70	\$195.00	\$136.50
MD	Deboissiere, Michael	SA - Solicitation Consultant	1.10	\$225.00	\$247.50
JF	Falda, Joshua	SA - Solicitation Consultant	3.20	\$225.00	\$720.00
STTK	Kesler, Stanislav T	SA - Solicitation Consultant	20.60	\$225.00	\$4,635.00
PL	Labissiere, Pierre	SA - Solicitation Consultant	47.70	\$225.00	\$10,732.50
JFD	Daloia, James F	DS - Director of Solicitation	2.20	\$250.00	\$550.00
CP	Pullo, Christina	DS - Director of Solicitation	31.60	\$250.00	\$7,900.00
<b>TOTAL:</b>			<b>173.80</b>		<b>\$31,913.50</b>

**Hourly Fees by Task Code through July 2015**

<u>Task Code</u>	<u>Task Code Description</u>	<u>Hours</u>	<u>Total</u>
CASE	Case Administration	0.20	\$29.00
INQR	Call Center / Credit Inquiry	4.90	\$1,117.50
NOTI	Noticing	116.60	\$18,422.50
SOLI	Solicitation	51.80	\$12,277.00
WEBM	Maintenance of Website	0.30	\$67.50
<b>TOTAL:</b>		<b>173.80</b>	<b>\$31,913.50</b>

**Time Detail**

<u>Date</u>	<u>Emp</u>	<u>Title</u>	<u>Description</u>	<u>Task</u>	<u>Hours</u>
07/01/15	CP	DS	Coordinate with counsel regarding solicitation update and preparation of same	Solicitation	0.30
07/01/15	PL	SA	Review disclosure statement motion in preparation for case filing	Solicitation	0.50
07/07/15	MJD	CO	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.10
07/07/15	PL	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.10
07/08/15	CP	DS	Update website with revised solicitation documents (1.1); coordinate with counsel and case team regarding same and solicitation update (.3); review revised solicitation documents (.8)	Solicitation	2.20
07/08/15	JF	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	1.00
07/08/15	MJD	CO	Update case bins for document processing	Case Administration	0.20
07/08/15	PL	SA	Review solicitation documents in preparation for solicitation mailing	Solicitation	2.00
07/09/15	PL	SA	Update case website with solicitation material	Solicitation	0.60
07/09/15	PL	SA	Prepare mailing matrix in preparation for solicitation	Solicitation	1.50
07/14/15	CP	DS	Coordinate with counsel and case team regarding solicitation issues and preparation of same	Solicitation	0.90
07/15/15	CP	DS	Coordinate extensively with case team and counsel regarding solicitation mailing records and related issues	Solicitation	4.60
07/15/15	JDF	SC	Quality assurance review of securities mailing records	Solicitation	0.50
07/15/15	PL	SA	Prepare service list in preparation for upcoming solicitation mailing	Noticing	5.50
07/15/15	STTK	SA	Prepare various service lists for upcoming solicitation mailing	Noticing	2.30
07/16/15	CP	DS	Coordinate CD production and solicitation mailing with case team and counsel	Solicitation	2.80
07/16/15	JF	SA	Update of internal calendar for upcoming solicitation related deadlines	Solicitation	0.70
07/16/15	PL	SA	Update case website with solicitation materials	Solicitation	0.50
07/16/15	PL	SA	Prepare service list in preparation for upcoming solicitation mailing	Solicitation	10.00
07/16/15	PL	SA	Confer and coordinate with case team re upcoming solicitation mailing	Noticing	0.20
07/16/15	STTK	SA	Prepare various service lists for upcoming solicitation mailing	Noticing	1.40

Montreal Maine & Atlantic Rail

07/17/15	CP	DS	Coordinate CD production and solicitation mailing with case team and counsel	Solicitation	3.90
07/17/15	PL	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	1.50
07/17/15	PL	SA	Coordinate and execute the production and fulfillment of the solicitation mailing (3.2); quality control re same (1.3)	Solicitation	4.50
07/17/15	STTK	SA	Prepare various service lists for upcoming solicitation noticing	Noticing	6.90
07/18/15	CP	DS	Coordinate with counsel and case team regarding CD production	Solicitation	0.60
07/20/15	CP	DS	Coordinate solicitation mailing with counsel and case team	Solicitation	3.30
07/20/15	JF	SA	Review solicitation documents in preparation for upcoming solicitation	Solicitation	1.50
07/20/15	JMS	CO	Coordinate and quality control service of documents filed on July 20	Noticing	0.80
07/20/15	PC	AN	Fulfill and serve the Solicitation Materials, Chapter 15 Documents, and Derailment Claims Notice mailing, including folding, inserting and labeling of the packages	Noticing	14.30
07/20/15	PL	SA	Coordinate and execute the production and fulfillment of the solicitation mailing including formatting notice party information from counsel (1.0); reviewing notice party information and formatting for service (5.5); customizing ballots to be included in the mailing (1.2); and reviewing and approving proofs for the mailing (.3)	Noticing	8.00
07/20/15	PS	CO	Coordinate and execute the production and fulfillment of the Solicitation Materials, Chapter 15 Documents, and Derailment Claims Notice mailing (6.8); quality control re same (.6)	Noticing	7.40
07/20/15	STTK	SA	Coordinate and execute the production and fulfillment of the solicitation mailing (2.0); format notice party information for service of solicitation materials (1.0); quality control re same (.2)	Noticing	3.20
07/21/15	AMA	DI	Quality control service of documents filed on July 20	Noticing	0.10
07/21/15	AMA	DI	Quality assurance review of pending affidavits of service	Noticing	0.10
07/21/15	CP	DS	Coordinate solicitation mailing	Solicitation	2.40
07/21/15	MD	SA	Quality assurance review of solicitation mailing	Noticing	1.00
07/21/15	MD	SA	Confer and coordinate with case team re upcoming solicitation	Solicitation	0.10
07/21/15	PC	AN	Fulfill and serve the Solicitation Materials, Chapter 15 Documents, and Derailment Claims Notice mailing, including folding, inserting and labeling of the packages	Noticing	10.70
07/21/15	PL	SA	Coordinate and execute the production and fulfillment of the solicitation mailing; quality control re same	Call Center / Credit Inquiry	3.50
07/21/15	PL	SA	Confer and coordinate with case team re ongoing solicitation mailing	Noticing	0.10
07/21/15	PS	CO	Coordinate and execute the production and fulfillment of the Solicitation Materials, Chapter 15 Documents, and	Noticing	2.60

Montreal Maine & Atlantic Rail

			Derailment Claims Notice mailing (2.0); quality control re same (.6)		
07/21/15	STTK	SA	Confer and coordinate with case team re ongoing solicitation mailing	Noticing	0.10
07/22/15	AMA	DI	Quality assurance review of pending affidavits of service	Noticing	0.10
07/22/15	CP	DS	Coordinate solicitation mailing	Solicitation	1.70
07/22/15	JDF	SC	Quality assurance review of solicitation mailing	Noticing	8.50
07/22/15	JJP	CO	Quality assurance review of solicitation mailing	Noticing	8.00
07/22/15	PL	SA	Update case website with solicitation materials	Maintenance of Website	0.30
07/22/15	PL	SA	Quality assurance review of the production and fulfillment of the solicitation mailing; quality control re same	Noticing	1.50
07/23/15	AMA	DI	Quality assurance review of pending affidavits of service	Noticing	0.10
07/23/15	CP	DS	Coordination of and quality assurance review of solicitation mailing	Noticing	2.30
07/23/15	JDF	SC	Quality assurance review of solicitation mailing	Noticing	6.30
07/23/15	JJP	CO	Quality assurance review of solicitation mailing	Noticing	6.00
07/23/15	JMS	CO	Coordinate and quality control service of documents filed on July 23	Noticing	0.30
07/23/15	MJD	CO	Confer and coordinate with case team re AOS preparation	Noticing	0.10
07/23/15	PL	SA	Confer and coordinate with case team re solicitation affidavit	Noticing	0.10
07/23/15	PL	SA	Coordinate and execute the production and fulfillment of the solicitation mailing; quality control re same	Noticing	1.00
07/24/15	AMA	DI	Quality assurance review of pending affidavits of service	Noticing	0.10
07/24/15	CP	DS	Correspond with counsel regarding solicitation packages (.2); coordinate supplemental email service of solicitation documents (.5)	Solicitation	0.70
07/24/15	PL	SA	Coordinate and execute the production and fulfillment of the solicitation mailing; quality control re same	Noticing	0.50
07/27/15	AMA	DI	Quality assurance review of pending affidavits of service	Noticing	0.10
07/27/15	CP	DS	Draft solicitation affidavit of service (1.6); coordinate with case team regarding same (.3)	Noticing	1.90
07/27/15	CP	DS	Coordinate with case team regarding voter inquiry	Call Center / Credit Inquiry	0.20
07/27/15	JFD	DS	Review affidavit of service for solicitation mailing	Solicitation	2.10
07/27/15	PL	SA	Prepare affidavit of service for documents served on July 23	Noticing	1.50
07/28/15	AMA	DI	Quality assurance review of pending affidavits of service	Noticing	0.10
07/28/15	CP	DS	Coordinate with case team and counsel regarding voter inquiry	Call Center / Credit Inquiry	0.40
07/28/15	CP	DS	Coordinate with case team and counsel regarding redaction of solicitation affidavit of service exhibits	Noticing	1.20
07/28/15	PL	SA	Respond to creditor inquiries related to ongoing solicitation	Call Center / Credit Inquiry	0.80
07/28/15	PL	SA	Prepare affidavit of service for documents served on July 23	Noticing	2.50

Montreal Maine & Atlantic Rail

07/29/15	CP	DS	Coordinate redaction of solicitation affidavit of service with counsel and case team	Noticing	0.90
07/29/15	CP	DS	Coordinate with case team and counsel regarding replacement ballot mailing	Noticing	0.20
07/29/15	GMD	CO	Coordinate and execute the production and fulfillment of the Supplemental Ballot Request mailing; quality control re same	Noticing	0.10
07/29/15	JMS	CO	Coordinate and quality control service of documents filed on July 29	Noticing	0.20
07/29/15	MJD	CO	Confer and coordinate with case team re preparation of affidavit	Noticing	0.10
07/29/15	PL	SA	Prepare affidavit of service for documents served on July 23	Noticing	1.00
07/29/15	STTK	SA	Redact service list as per counsels request	Noticing	4.40
07/29/15	STTK	SA	Confer and coordinate with case team re prepare mailing list for affidavit of service	Noticing	0.10
07/29/15	STTK	SA	Coordinate and execute the production and fulfillment of the supplemental ballot request mailing; quality control re same	Noticing	0.90
07/30/15	STTK	SA	Review and audit service request forms	Noticing	0.20
07/31/15	CP	DS	Review and comment on solicitation affidavit of service	Solicitation	1.10
07/31/15	JDF	SC	Quality assurance review of affidavit of service for solicitation mailing	Noticing	0.50
07/31/15	JFD	DS	Respond to creditor inquiry	Solicitation	0.10
07/31/15	STTK	SA	Create exhibits for Affidavit of Service	Noticing	1.10
				<b>Total Hours</b>	<b>173.80</b>

**Expense Detail**

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
After Hours Transportation			\$489.05
CD - Plan & Disclosure Statement	7,200	5.00	\$36,000.00
Customization / Envelope Printing	8,268	0.05	\$413.40
Delivery, Messenger & Storage Services			\$325.00
Electronic Imaging	1,774	0.12	\$212.88
Non-Mailing Printing	1	0.10	\$0.10
Oversized Envelopes	8,267	0.10	\$826.70
Pacer			\$28.40
Postage			\$56,701.36
Printing	3,205,081	0.10	\$320,508.10
Standard # 10 Envelopes	1	0.05	\$0.05

Montreal Maine & Atlantic Rail

---

### Expense Detail

<u>Description</u>	<u>Units</u>	<u>Rate</u>	<u>Amount</u>
Toll Free Charges			\$3.08
	<b>Total Expenses</b>		<b>\$415,508.12</b>



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670

Chapter 11

**ORDER GRANTING FIRST INTERIM APPLICATION FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR PRIME CLERK LLC,  
AS NOTICING AND SOLICITATION AGENT TO THE TRUSTEE, ROBERT  
J. KEACH, FOR THE PERIOD FROM MAY 5, 2015 THROUGH JULY 31, 2015**

This matter having come before the Court on the *First Interim Application for Compensation and Reimbursement of Expenses for Prime Clerk LLC, as Noticing and Solicitation Agent to the Trustee, Robert J. Keach, for the Period from May 5, 2015 through July 31, 2015* (the “**Fee Application**”), and after proper notice to all creditors and other parties-in-interest, the Court having independently reviewed the Fee Application, it is hereby **ORDERED**, **ADJUDGED**, and **DECREED** as follows:

1. The Fee Application is granted.<sup>1</sup>
2. In relation to the Application Period and, pursuant to 11 U.S.C. § 331, Prime Clerk LLC is allowed compensation for services to the Trustee in the aggregate amount of **\$459,947.61**, including professional fees in the amount of \$34,430.40 and reimbursement of expenses in the amount of \$425,517.21.

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Fee Application.

3. The fees and expenses for the Application Period are hereby awarded on an interim basis in accordance with the applicable sections of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and this Court's local rules.

Dated:

---

The Honorable Peter G. Cary  
United States Bankruptcy Court for the District of  
Maine

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MAINE**

In re:

MONTREAL MAINE & ATLANTIC  
RAILWAY, LTD.

Debtor.

Bk. No. 13-10670  
Chapter 11

**NOTICE OF HEARING**

Prime Clerk LLC (“**Prime Clerk**”), noticing and solicitation agent to Robert J. Keach, the duly appointed Chapter 11 trustee (the “**Trustee**”) of the bankruptcy estate of Montreal Maine & Atlantic Railway, Ltd. (the “**Debtor**”), has filed a *First Interim Application for Compensation and Reimbursement of Expenses for Prime Clerk LLC, as Noticing and Solicitation Agent to the Trustee, Robert J. Keach, for the Period from May 5, 2015 through July 31, 2015* (the “**Application**”). A hearing on the Application is set to take place at the United States Bankruptcy Court for the District of Maine, 537 Congress Street, Portland, Maine on **October 6, 2015 at 9:00 a.m.** (the “**Hearing**”).

By the Application, Prime Clerk seeks a total amount of \$459,947.61, which includes \$34,430.40 for compensation of professional fees and \$425,517.21 for reimbursement of expenses incurred with respect to services rendered on behalf of the Trustee during the period May 5, 2015 through July 31, 2015 (the “**Application Period**”). Prime Clerk seeks an order authorizing and approving this compensation for fees and expenses incurred during the Application Period on an interim basis. The Application is an interim fee application.

**Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.**

If you do not want the court to approve the Application, or if you want the court to consider your views on the Application, then on or before **September 25, 2015**, you or your attorney must file with the court a written response explaining your position. If you are not able to access the CM/ECF Filing System, your response should be served upon the Court at:

Alec Leddy, Clerk  
United States Bankruptcy Court  
202 Harlow Street  
Bangor, Maine 04401

-and-

Prime Clerk LLC  
Attn: Adam M. Adler  
830 Third Avenue, 9<sup>th</sup> Floor  
New York, New York 10022

If you have to mail your response to the Court for filing, you must mail it early enough so that the Court will receive it on or before the date stated above.

If you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Application and may enter an order granting that relief.

Dated: September 4, 2015  
New York, New York

/s/ Adam M. Adler

Adam M. Adler  
Director of Quality Assurance & Legal  
Affairs  
Prime Clerk LLC  
830 Third Avenue, 9<sup>th</sup> Floor  
New York, New York 10022  
Phone: (212) 257-5465  
Fax: (212) 257-5452  
[aadler@primeclerk.com](mailto:aadler@primeclerk.com)